

Exhibit 12

From: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>
Sent: Wednesday, October 30, 2024 9:18 AM
To: McClammy, James I.
Cc: gedgarton@choate.com; pfeldman@otterbourg.com; pblock@riemerlaw.com; Victor Noskov; Joanna Caytas; Rachel Harrington; Salutkus@mwe.com; Azman Darren; JAlberto@coleschotz.com; Resnick, Brian M.; Shpeen, Adam L.; Piraino, Stephen D.; Brock, Matthew R.; Shpeen, Adam L.; Brock, Matthew R.
Subject: RE: In re Big Lots, Case No. 24-11967 (JKS) URGENT

Jim, I can talk at 4 pm.

No, we have not received the debtor production. I don't care whomever they come from. But we will agree to treat as AEO, without prejudice, including with respect to the position I have articulated this morning.

Ben Finestone
212-849-7341 Direct
917-846-3228 Mobile
benjaminfinestone@quinnemanuel.com

From: McClammy, James I. <james.mcclammy@davispolk.com>
Sent: Wednesday, October 30, 2024 9:03 AM
To: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>
Cc: gedgarton@choate.com; pfeldman@otterbourg.com; pblock@riemerlaw.com; Victor Noskov <victornoskov@quinnemanuel.com>; Joanna Caytas <joannacaytas@quinnemanuel.com>; Rachel Harrington <rachelharrington@quinnemanuel.com>; Salutkus@mwe.com; Azman Darren <Dazman@mwe.com>; JAlberto@coleschotz.com; Resnick, Brian M. <brian.resnick@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Piraino, Stephen D. <stephen.piraino@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>
Subject: RE: In re Big Lots, Case No. 24-11967 (JKS) URGENT

[EXTERNAL EMAIL from james.mcclammy@davispolk.com]

Thanks Ben for the clarification. Happy to discuss the parameters around that. I know you offered 11:00 to meet and confer, but my schedule today is back to back until the afternoon. Is there a good time for a call this afternoon in the 4-6pm range?

In the meantime, have you received what has been produced so far to UCC counsel? At least for the Debtor-produced documents, we can agree that Quinn can have access to those even before our discussion this afternoon. If you have not received them from UCC counsel and would like for us to send, let me know and we can arrange that.

Best,

J.I.M.

James I. McClammy
Davis Polk & Wardwell LLP

+1 212 450 4584 office
+1 347 260 3092 mobile
james.mcclammy@davispolk.com

From: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>
Sent: Wednesday, October 30, 2024 8:41 AM
To: McClammy, James I. <james.mcclammy@davispolk.com>
Cc: gedgarton@choate.com; pfeldman@otterbourg.com; pblock@riemerlaw.com; Victor Noskov <victornoskov@quinnemanuel.com>; Joanna Caytas <joannacaytas@quinnemanuel.com>; Rachel Harrington <rachelharrington@quinnemanuel.com>; Salutkus@mwe.com; Azman Darren <Dazman@mwe.com>; JAlberto@coleschotz.com; Resnick, Brian M. <brian.resnick@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Piraino, Stephen D. <stephen.piraino@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>
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Jim,

Thank you for asking for clarification. We are asking that the PEO designation be lifted so that Blue Owl and its advisors can review the materials. It is inappropriate for the §1103 duties of a committee to be placed solely on retained professionals. That's not who the UST appointed to, nor who Congress contemplated would, serve the role of estate fiduciary to unsecured creditors.

In our view, the designation should be lifted for all committee members, but that is an ask that should come from committee counsel. So we are asking for our client (so that at least one principal-fiduciary) can serve its function.

Ben Finestone
212-849-7341 Direct
917-846-3228 Mobile
benjaminfinestone@quinnemanuel.com

From: McClammy, James I. <james.mcclammy@davispolk.com>
Sent: Tuesday, October 29, 2024 10:08 PM
To: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>
Cc: gedgarton@choate.com; pfeldman@otterbourg.com; pblock@riemerlaw.com; Victor Noskov <victornoskov@quinnemanuel.com>; Joanna Caytas <joannacaytas@quinnemanuel.com>; Rachel Harrington <rachelharrington@quinnemanuel.com>; Salutkus@mwe.com; Azman Darren <Dazman@mwe.com>; JAlberto@coleschotz.com; Resnick, Brian M. <brian.resnick@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Piraino, Stephen D. <stephen.piraino@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>
Subject: Re: In re Big Lots, Case No. 24-11967 (JKS) URGENT

[EXTERNAL EMAIL from james.mcclammy@davispolk.com]

Ben —

On your first request, when you say “we” do you mean just attorneys at QE or are you also asking to be able share the documents with the client? Let me know.

On number 2, I am confirming, but I believe that will be a question that the lenders will need to weigh in on.

J.I.M.

On Oct 29, 2024, at 5:47 PM, Benjamin Finestone <benjaminfinestone@quinnemanuel.com> wrote:

Thanks Jim.

Ben I. Finestone
917 846-3228

From: McClammy, James I. <james.mcclammy@davispolk.com>
Sent: Tuesday, October 29, 2024 5:42:24 PM
To: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>; gedgarton@choate.com <gedgarton@choate.com>; pfeldman@otterbourg.com <pfeldman@otterbourg.com>; pblock@riemerlaw.com <pblock@riemerlaw.com>
Cc: Victor Noskov <victornoskov@quinnemanuel.com>; Joanna Caytas <joannacaytas@quinnemanuel.com>; Rachel Harrington <rachelharrington@quinnemanuel.com>; Salutkus@mwe.com <Salutkus@mwe.com>; Azman, Darren <Dazman@mwe.com>; JAlberto@coleschotz.com <JAlberto@coleschotz.com>; Resnick, Brian M. <brian.resnick@davispolk.com>; Shpeen, Adam L. <adam.shpeen@davispolk.com>; Piraino, Stephen D. <stephen.piraino@davispolk.com>; Brock, Matthew R. <matthew.brock@davispolk.com>
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[EXTERNAL EMAIL from james.mcclammy@davispolk.com]

Ben –

Adding others at DPW regarding your second request.

I will follow up on the first request.

James I. McClammy

Davis Polk & Wardwell LLP
+1 212 450 4584 office
+1 347 260 3092 mobile
james.mcclammy@davispolk.com

From: Benjamin Finestone <benjaminfinestone@quinnemanuel.com>
Sent: Tuesday, October 29, 2024 5:33 PM
To: McClammy, James I. <james.mcclammy@davispolk.com>; gedgarton@choate.com; pfeldman@otterbourg.com; pblock@riemerlaw.com
Cc: Victor Noskov <victornoskov@quinnemanuel.com>; Joanna Caytas <joannacaytas@quinnemanuel.com>; Rachel Harrington <rachelharrington@quinnemanuel.com>; Salutkus@mwe.com; Azman, Darren <Dazman@mwe.com>; JAlberto@coleschotz.com
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All,

We are co-counsel to committee member, Blue Owl. We write with two urgent requests for each of your clients.

Please let us know by **noon** tomorrow, 10/30, whether you agree to:

1. Lift the professional-eyes-only designation you have placed on materials produced to the UCC so that we can review the production and/or impending production.
2. Extend the Challenge Deadline in the DIP Order to 11/21/24.

Both requests are solely as to committee member, Blue Owl.

If you believe meet and confer would be of utility, we are available to discuss tomorrow at 11:00 am ET.

Benjamin I. Finestone

Quinn Emanuel Urquhart & Sullivan, LLP

51 Madison Avenue, 22nd Floor

New York, NY 10010

212-849-7341 Direct

917-846-3228 Mobile

benjaminfinestone@quinnemanuel.com